

RECORDATION NO. 12767-K Filed 1425

RECORDATION NO. 12767-L Filed 1425

MAR 1 - 1983 - 3 00 PM

MAR 1 - 1983 - 3 00 PM

RECORDATION NO. 12767-J Filed 1425

MAR 1 - 1983 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

HOWARD W. SIMON

1730 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006

(202) 783-0800

3-C60A201

RECEIVED
MAR 1 2 52 PM '83
FEE OPERATION BR.
I.C.C. BR.

MARK D. WEGENER
(202) 383-7048

March 1, 1983

No.

MAR 1 1983

Date.....

Fee \$..40.00

ICC Washington, D. C.

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement,
Bills of Sale

Madam:

In accordance with the provisions of 49 U.S.C.
§ 11303 and Rules and Regulations of the Interstate Commerce
Commission ("ICC") thereunder, there are submitted herewith for
filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of
January 31, 1983, to an Equipment
Trust Agreement dated as of September
30, 1980, between THE CONNECTICUT
BANK AND TRUST COMPANY, N.A., as
Trustee, and RAILEASE Inc, a Washington
corporation.
- (2) Bill of Sale from THE CONNECTICUT
BANK AND TRUST COMPANY, N.A. to
PACCAR Inc, releasing certain cars
therein described from the Equipment
Trust Agreement.
- (3) Bill of Sale from RAILEASE Inc to
THE CONNECTICUT BANK AND TRUST COMPANY,
N.A. subjecting certain cars described
therein to the Equipment Trust
Agreement.

The address of RAILEASE Inc is 777 106th Avenue, N.E., Bellevue,
Washington 98004, and the address of THE CONNECTICUT BANK AND
TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecti-
cut 06115. The address of PACCAR Inc is 777 106th Avenue, N.E.,
Bellevue, Washington 98004.

Counterspart - Davis C Essay

Ms. Agatha Mergenovich
March 1, 1983
Page Two

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981, at 9:40 a.m. and assigned Recordation No. 12767. We request that this Amendment Agreement and bills of sale be assigned the next available letter designations under that primary number. Also, please cross-index the Amendment Agreement with the following document filed on January 23, 1981, and assigned Recordation No. 12806:

BRAE Corporation Lease Agreement dated as of July 18, 1980, by and between BRAE Corporation, as Lessor, and SOUTH CENTRAL TENNESSEE RAILROAD, Inc., as Lessee.

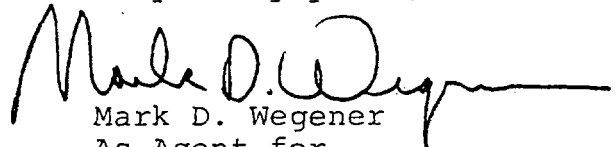
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement deletes cars CLC 1304, 1306, 1308, 1314, 1315, 1317, 1323, 1324, 1326, 1329, 1337, 1338, 1340, 1345 and 1348 under the Equipment Trust Agreement and substitutes cars SCTR 1205, 1212, 1219, 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271 and 1278 therefor. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such deleted cars from the Equipment Trust Agreement. The Bill of Sale from RAILEASE Inc. conveys the substituted cars to the Trustee and subjects these cars to the Equipment Trust Agreement.

The Amendment Agreement also now permits car numbers WGRR 2025-2038 to be hereafter renumbered to road numbers ONW 2025-2038, respectively, while remaining subject to the Equipment Trust Agreement.

Enclosed is a check in the amount of \$40.00 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of the above-described documents for your files and return the remaining counterparts, with the filing data recorded thereon, to the bearer of this letter.

Very truly yours,



Mark D. Wegener
As Agent for
RAILEASE Inc.

Attachments

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of January 31, 198

Description of Trust Equipment

Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials & Car Numbers (all inclusive)
00	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2024 WGRR 2025 - 2038 WGRR 2039 - 2049 ONW 2050 DRGW 2051 WGRR 2052 - 2054 ONW 2055 DRGW 2056 - 2057 WGRR 2058 - 2063 ONW 2064 - 2065 WGRR 2066 DRGW 2067 ONW 2068 - 2069 WGRR 2070 - 2072 ONW 2073 - 2074 DRGW 2075 ONW 2076 WGRR 2077 - 2080 ONW 2081 - 2083 WGRR 2084 ONW 2085 WGRR 2086 - 2089 ONW 2090 WGRR 2091 - 2094 DRGW 2095 ONW 2096 WGRR 2097 - 2098 ONW 2099	ONW 2025 - 2038
00	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000 - 4099	
15	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485 - 499	

SCHEDULE A (Continued).
 Page 2

Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials & Car Numbers (all inclusive)
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301 - 1303, 1305, 1307, 1309 - 1313, 1316, 1318 - 1322, 1325, 1327 - 1328, 1330 - 1336, 1339, 1341 - 1344, 1346 - 1347, 1349 - 1350	
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101 - 1250	
14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205, 1212, 1219 - 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271, 1278,	

*Subject to change according to aggregate Cost and available deposited Cash.

}New road numbers which may hereafter be assigned to these cars, shown in serial order corresponding to respective current designations.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

March 1, 1983

Mark D. Wegener
Howrey & Simon
1730 Pennsylvania Ave. N. W/
Washington, D. C 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/1/83 at 3:00PM, and assigned recordation number(s). 12767-J, 12767-K, & 12767-L

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT AGREEMENT dated as of January 3, 1983 between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee ("Trustee") under an Equipment Trust Agreement dated as of September 30, 1980 between the Company and the Trustee.

RECORDATION NO. 12767-J
MAR 1 - 1983 - 3 00 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended the "Trust Agreement") dated as of September 30, 1980 (RAILEASE Inc Equipment Trust 1980 Series 3);

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on January 14, 1981 at 9:40 a.m., and assigned recordation number 12767;

WHEREAS the Company desires to release certain units of Trust Equipment referred to in the Trust Agreement, and to substitute therefor under the Trust Agreement certain other units of railroad equipment;

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.

2. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.

3. Except as previously amended and as further amended hereby, the Trust Agreement shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

RAILEASE Inc

[Corporate Seal]

By

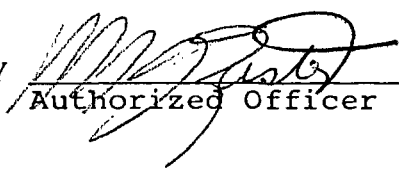
L.A. Haba
Vice President and Treasurer

Attest:

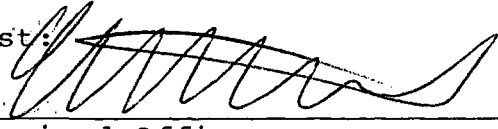
J.M. Brown
Secretary

THE CONNECTICUT BANK AND
TRUST COMPANY, N.A., Trustee

[Corporate Seal]

By 
Authorized Officer

Attest:


Authorized Officer

STATE OF WASHINGTON)
COUNTY OF KING) ss.:

On this 9th day of February, 1983, before me personally appeared L. A. Haba, to me personally known, who being by me duly sworn, says that he is Vice President and Treasurer of RAILEASE Inc, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]


Notary Public

My Commission Expires 7-1-86

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) ss.:

On this 11th day of February, 1983, before me personally appeared M. J. Ruter, who being by me duly sworn, says he is an Authorized Officer of the CONNECTICUT BANK AND TRUST COMPANY, N.A., that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]


Notary Public

My Commission Expires

PATTY A. LYNCH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1987

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of January 31, 1983

Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Initials & Car Numbers (all inclusive)</u>	<u>Initials & Car Numbers (all inclusive)</u>
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Page 2

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14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205, 1212, 1219 - 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271, 1278,	

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